

Energy Transfer Partners, L.P.
Form 424B3
September 12, 2013
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**Filed pursuant to Rule 424(b)(3)
Registration No. 333-171697**

The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and they are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to Completion, Dated September 12, 2013

Preliminary Prospectus Supplement

(To Prospectus dated January 13, 2011)

\$

Energy Transfer Partners, L.P.

% Senior Notes due 20

% Senior Notes due 20

% Senior Notes due 20

We are offering \$ aggregate principal amount of our % Senior Notes due 20 , or the 20 notes, \$ aggregate principal amount of our % Senior Notes due 20 , or the 20 notes, and \$ aggregate principal amount of our % Senior Notes due 20 , or the 20 notes. We refer to the 20 notes, the 20 notes and the 20 notes, collectively, as the notes.

Interest on the notes will accrue from September , 2013 and will be payable semiannually on and of each year, beginning on , 2014. The 20 notes will mature on , 20 , the 20 notes will mature on , 20 and the 20 notes will mature on , 20 .

We may redeem some or all of the notes of each series at our option at any time and from time to time prior to their maturity at the applicable redemption prices set forth in this prospectus supplement, plus accrued and unpaid interest. Please read the section entitled Description of Notes Optional Redemption.

The notes are our unsecured senior obligations. If we default, your right to payment under the notes will rank equally with the right to payment of the holders of our other current and future unsecured senior debt, including our existing senior notes and the existing senior notes and debentures of Sunoco, Inc., of which we are a co-obligor, and senior in right of payment to all of our current and future subordinated debt,

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including our existing junior subordinated notes. The notes will not initially be guaranteed by our subsidiaries.

The notes are new issues of securities with no established trading markets. We do not intend to apply for the listing of the notes on any securities exchange or for the quotation of the notes on any automated dealer quotation system.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Investing in the notes involves risks. Please read Risk Factors beginning on page S-10 of this prospectus supplement and page 4 of the accompanying prospectus and the other risks identified in the documents incorporated by reference herein for information regarding risks you should consider before investing in the notes.

	Per	Total	Per	Total	Per	Total						
	20	Note	20	Notes	20	Note	20	Notes	20	Note	20	Notes
Price to Public(1)		%	\$			%	\$			%	\$	
Underwriting Discount		%	\$			%	\$			%	\$	
Proceeds to Energy Transfer Partners, L.P. (Before Expenses)		%	\$			%	\$			%	\$	

(1) Plus accrued interest from September , 2013, if settlement occurs after that date.

The underwriters expect to deliver the notes in book-entry form only through The Depository Trust Company on or about September , 2013.

Joint Book-Running Managers

**Credit Suisse
Citigroup**

**J.P. Morgan
UBS Investment
Bank**

The date of this prospectus supplement is September , 2013.

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ABOUT THIS PROSPECTUS SUPPLEMENT

We provide information to you about the notes in two separate documents that offer varying levels of detail:

the accompanying prospectus, which provides general information, some of which may not apply to the notes; and

this prospectus supplement, which provides a summary of the specific terms of the notes.

Generally, when we refer to this prospectus, we are referring to both documents combined. If the description of this offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

You should rely only on the information contained in this prospectus supplement, the accompanying prospectus, any free writing prospectus prepared by us or on our behalf and the documents we have incorporated by reference. We have not, and the underwriters have not, authorized anyone else to give you different information. We are not, and the underwriters are not, offering the notes in any jurisdiction where the offer is not permitted. You should not assume that the information contained or incorporated by reference in this prospectus supplement or in the accompanying prospectus is accurate as of any date other than the date on the front of those respective documents. Our business, financial condition, results of operations and prospects may have changed since those dates.

None of Energy Transfer Partners, L.P., the underwriters or any of their respective representatives is making any representation to you regarding the legality of an investment in the notes by you under applicable laws. You should consult with your own advisors as to the legal, tax, business, financial and related aspects of an investment in the notes.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights information included or incorporated by reference in this prospectus supplement. It does not contain all of the information that you should consider before making an investment decision. You should read carefully the entire prospectus supplement, the accompanying prospectus, the documents incorporated by reference and the other documents to which we refer herein for a more complete understanding of this offering.

Unless the context otherwise requires, references to (1) Energy Transfer, ETP, we, us, our and similar terms, as well as references to the Partnership, are to Energy Transfer Partners, L.P. and all of its subsidiaries, and (2) ETE are to Energy Transfer Equity, L.P., the owner of our general partner. With respect to the cover page and in the sections entitled Prospectus Supplement Summary The Offering, Description of Notes and Underwriting, we, our and us refer only to Energy Transfer Partners, L.P. and not to any of its subsidiaries.

Energy Transfer Partners, L.P.

Overview

We are a publicly traded limited partnership that owns and operates, through our subsidiaries and joint ventures, a diversified portfolio of energy assets, including interstate and intrastate natural gas, natural gas liquids, or NGLs, refined products and crude oil pipelines; natural gas storage, treating and conditioning facilities; natural gas processing plants and retail gasoline stations. We operate our business in six primary segments:

intrastate natural gas transportation and storage;

interstate natural gas transportation and storage;

midstream;

NGL transportation and services;

investment in Sunoco Logistics Partners L.P., or Sunoco Logistics; and

retail marketing.

Our other operations include natural gas distribution and our ownership of interests in certain businesses engaged in compression services, retail propane distribution and refining. In April 2013, we completed our acquisition of ETE's 60% interest in ETP Holdco Corporation, or ETP Holdco, and, as a result, we own 100% of ETP Holdco, which owns Southern Union Company, or Southern Union, and Sunoco, Inc., or Sunoco. Additionally, in April 2013, Southern Union completed its contribution of its gathering system operated by Southern Union Gas Services, or SUGS, to Regency Energy Partners LP, or Regency, in exchange for cash, 31.4 million Regency common units and 6.3 million Regency Class F common units. Effective September 1, 2013, Southern Union also completed the sale of its Missouri Gas Energy division. Please read Recent Developments for more information on this sale, as well as Southern Union's pending sale of its New England Gas Company division.

Our Business

Intrastate Natural Gas Transportation and Storage

We own and operate approximately 7,800 miles of intrastate natural gas transportation pipelines, which is the largest intrastate pipeline system in the United States, and three natural gas storage facilities in Texas. Our intrastate pipeline system has an aggregate throughput capacity of approximately 14.1 billion cubic feet per day,

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or Bcf/d, and interconnects to many major consumption areas in the United States. For the year ended December 31, 2012, we transported an average of 9.8 Bcf/d of natural gas through our intrastate natural gas pipeline system.

Our intrastate natural gas transportation and storage segment's results are determined primarily by the amount of fees we charge our customers to reserve capacity as well as the actual volume of natural gas that flows through the transportation pipelines.

We also provide natural gas storage services to third parties for which we charge storage fees as well as engage in natural gas storage transactions in which we profit from pricing differences that occur over time.

Interstate Natural Gas Transportation and Storage

Through our interstate natural gas transportation and storage segment, we directly own and operate approximately 12,600 miles of interstate natural gas pipeline, with an aggregate throughput capacity of approximately 10.8 Bcf/d, and have a 50% interest in the joint venture that owns the 185-mile Fayetteville Express pipeline, which has a throughput capacity of approximately 2.0 Bcf/d. We also own a 50% interest in Citrus Corp., or Citrus, which owns 100% of Florida Gas Transmission Company, or FGT, which owns and operates an approximately 5,400-mile pipeline system with a throughput capacity of approximately 3.1 Bcf/d that extends from South Texas through the Gulf Coast to South Florida. For the year ended December 31, 2012, we transported an average of 3.0 Bcf/d of natural gas on our interstate natural gas pipelines, excluding the assets of Southern Union's subsidiary, Panhandle Eastern Pipeline Company, or Panhandle.

Our interstate natural gas transportation and storage segment includes Panhandle, which owns and operates a large natural gas open-access interstate pipeline network. The pipeline network, consisting of the PEPL, Trunkline and Sea Robin transmission systems, serves customers in the Midwest, Gulf Coast and Midcontinent United States with a comprehensive array of transportation and storage services. In connection with its natural gas pipeline transmission and storage systems, Panhandle has five natural gas storage fields located in Illinois, Kansas, Louisiana, Michigan and Oklahoma. Pan Gas Storage, LLC, doing business as Southwest Gas, operates four of these fields and Trunkline Gas Company, LLC operates one. Through Trunkline LNG Company, LLC, or Trunkline LNG Company, Panhandle owns and operates a liquefied natural gas terminal in Lake Charles, Louisiana. For the year ended December 31, 2012, Panhandle transported an average of 3.8 Bcf/d of natural gas on its natural gas open-access interstate pipeline network.

The results from our interstate transportation and storage segment are primarily derived from the fees we earn from natural gas transportation and storage services.

Midstream

Through our midstream segment, we own and operate approximately 6,700 miles of in-service natural gas and NGL gathering pipelines aggregating a combined capacity of approximately 5.6 Bcf/d, four natural gas processing plants with an aggregate capacity of 1.0 Bcf/d, 15 natural gas treating facilities with an aggregate capacity of 2.2 Bcf/d and three natural gas conditioning facilities with an aggregate capacity of 0.3 Bcf/d. Our midstream segment focuses on the gathering, compression, treating, blending, processing and marketing of natural gas, and our operations are currently concentrated in major producing basins and shales, including the Austin Chalk trend and Eagle Ford Shale in South and Southeast Texas, the Barnett Shale and Woodford Shale in North Texas, the Bossier Sands in East Texas, the Marcellus Shale in West Virginia, and the Haynesville Shale in East Texas and Louisiana. Many of our midstream assets are integrated with our intrastate transportation and storage assets. For the year ended December 31, 2012, excluding the operations of SUGS which we contributed to Regency in April 2013, we averaged gathering volumes of 2.4 Bcf/d and NGL production averaged 79,640 barrels per day, or Bbls/d.

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Our midstream segment results are derived primarily from margins we earn for natural gas volumes that are gathered, transported, purchased and sold through our pipeline systems and the natural gas and NGL volumes processed at our processing and treating facilities.

NGL Transportation and Services

Through our NGL transportation and services segment, we own and operate approximately 300 miles of NGL pipelines with aggregate throughput capacity of approximately 320,000 Bbls/d and have a 50% interest in the Liberty pipeline, an approximately 85-mile NGL pipeline with aggregate throughput capacity of approximately 90,000 Bbls/d. We also have a 70% interest in Lone Star NGL LLC, which owns approximately 2,000 miles of NGL pipelines with aggregate throughput capacity of approximately 342,000 Bbls/d, three NGL processing plants with aggregate capacity of 26,000 Bbls/d, two fractionation facilities with aggregate capacity of approximately 125,000 Bbls/d and NGL storage facilities with aggregate working storage capacity of approximately 47 million barrels. One of the fractionation facilities and most of the NGL storage facilities are located at Mont Belvieu, Texas, and the NGL pipelines primarily transport NGL from the Permian and Delaware basins and the Barnett Shale and Eagle Ford Shale to Mont Belvieu. For the year ended December 31, 2012, we averaged NGL transportation volumes of 172,569 Bbls/d and NGL fractionation volumes of 17,754 Bbls/d.

NGL storage revenues are derived from base storage fees that are tied to the volume of capacity reserved, regardless of use, and throughput fees for providing ancillary services, including receipt and delivery, custody transfer and rail/truck loading and unloading fees.

NGL transportation revenue is principally generated from fees charged to customers under dedicated contracts to deliver the total output from particular processing plants or take-or-pay contracts which have minimum throughput commitments requiring the customer to pay regardless of whether a fixed volume is transported.

Investment in Sunoco Logistics

In connection with the completion of our acquisition of Sunoco and certain related transactions in October 2012, we acquired the general partner interests, all of the incentive distribution rights and a 32.4% limited partner interest in Sunoco Logistics. Sunoco Logistics operates crude oil pipelines, crude oil acquisition and marketing, terminal facilities and refined products pipelines primarily in the Northeast, Midwest and Southwest regions of the United States. In addition, the investment in Sunoco Logistics segment has ownership interests in several refined product pipeline joint ventures. Sunoco Logistics' crude oil pipelines transport crude oil principally in Oklahoma and Texas. Crude oil transportation pipelines primarily deliver to and connect with other pipelines that deliver crude oil to a number of third-party refineries. Sunoco Logistics' crude oil pipelines consist of approximately 4,900 miles of crude oil trunk pipelines and approximately 500 miles of crude oil gathering lines that supply the trunk pipelines. The throughput on Sunoco Logistics' pipelines was approximately 1.56 million Bbls/d for the year ended December 31, 2012.

Sunoco Logistics' crude oil acquisition and marketing business gathers, purchases, markets and sells crude oil principally in the Midcontinent United States, utilizing its fleet of approximately 200 crude oil transport trucks, approximately 120 crude oil truck unloading facilities and third-party assets. For the year ended December 31, 2012, the average daily volumes for crude oil purchases and sales was 673,000 Bbls/d and 669,000 Bbls/d, respectively.

Sunoco Logistics' refined products terminal facilities receive refined products from pipelines, barges, railcars and trucks and transfer them to or from storage or transportation systems, such as pipelines, to other transportation systems, such as trucks or other pipelines. Sunoco Logistics terminal facilities consist of an aggregate crude oil and refined products capacity of approximately 40 million barrels, including the 22 million

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barrel Nederland, Texas crude oil terminal; the 5 million barrel Eagle Point, New Jersey refined products and crude oil terminal; approximately 41 active refined products marketing terminals located in the Northeast, Midwest and Southwest United States; and several refinery terminals located in the Northeast United States. For the year ended December 31, 2012, the total average daily throughput was 487,000 Bbls/d for the 41 refined products marketing terminals, 724,000 Bbls/d for the Nederland terminal and 56,000 Bbls/d at the Eagle Point terminal.

Sunoco Logistics' refined product pipelines transport refined products, including multiple grades of gasoline, middle distillates (such as heating oil, diesel and jet fuel) and liquefied petroleum gases (such as propane and butane) from refineries to markets. Sunoco Logistics' refined products pipelines consist of approximately 2,500 miles of refined product pipelines and joint venture interests in four refined products pipelines in selected areas of the United States. Average daily throughput on the refined products pipelines for the year ended December 31, 2012 was 582,000 Bbls/d.

Retail Marketing

Our retail marketing business segment consists of Sunoco's marketing operations, which sell gasoline and middle distillates at retail and operates convenience stores in 25 states, primarily on the East Coast and in the Midwest region of the United States. The highest concentrations of outlets are located in Connecticut, Florida, Maryland, Massachusetts, Michigan, New Jersey, New York, Ohio, Pennsylvania and Virginia. Some of these outlets are traditional locations that sell fuel products under the Sunoco® and Coastal® brands whereas others are APlus® convenience stores or Ultra Service Centers® that provide automotive diagnostics and repair. Our branded fuels sales (including middle distillates) averaged 318,000 Bbls/d from the closing of our acquisition of Sunoco on October 5, 2012 through December 31, 2012. The Sunoco® brand is positioned as a premium brand, and is the official fuel of NASCAR® and the INDYCAR® series through 2019 and 2014, respectively. Additionally, our APlus® convenience stores are the official convenience stores of NASCAR®.

Other Operations

Our other operations consist of (i) natural gas compression services and a natural gas compression equipment business; (ii) an approximate 23.8% limited partner interest in AmeriGas Partners, L.P., which is engaged in retail propane marketing; (iii) the local distribution of natural gas in Massachusetts through Southern Union; (iv) an approximate 30% non-operating interest in a joint venture with The Carlyle Group, L.P., which owns a refinery in Philadelphia and (v) an approximate 15% limited partner interest in Regency and ownership of 6.3 million Regency Class F common units. Effective September 1, 2013, Southern Union completed the sale of its Missouri Gas Energy division. Please read "Recent Developments" for more information on this sale, as well as Southern Union's pending sale of its New England Gas Company division.

Business Strategy

Our business strategy is to increase unitholder distributions and the value of our common units. We believe we have engaged, and will continue to engage, in a well-balanced plan for growth through internally generated expansion and measures aimed at increasing the profitability of our existing assets. We intend to continue to operate as a diversified, growth-oriented master limited partnership with a focus on increasing the amount of cash available for distribution on each common unit.

We believe that we are well-positioned to compete in the natural gas, NGL and crude oil industries based on the following strengths:

We believe that the size and scope of our operations, our stable asset base and cash flow profile, and our investment grade status will be significant positive factors in our efforts to obtain new debt or equity financing in light of current market conditions.

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Our experienced management team has an established reputation as highly-effective, strategic operators within our operating segments. In addition, our management team is motivated to effectively and efficiently manage our business operations through performance-based incentive compensation programs and through ownership of a substantial equity position in ETE, the entity that indirectly owns our general partner, and therefore benefits from incentive distribution payments we make to our general partner.

We intend to accomplish our business strategy by executing on the following operating strategies:

Enhancing profitability of existing assets. We intend to increase the profitability of our existing asset base by adding new volumes of natural gas and NGLs under long-term producer commitments, increasing refined product and crude oil pipeline and terminal throughput, undertaking additional initiatives to enhance utilization, reducing costs by improving operations and realizing operational and commercial synergies by focusing on the integration of our recently acquired assets.

Engaging in construction and expansion opportunities. We intend to leverage our existing infrastructure and customer relationships by constructing and expanding our natural gas, NGL and crude oil systems to meet new or increased demand for midstream and transportation services. Further, we intend to continue expansion capital projects on our existing refined products and crude oil assets to, among other things, expand services at our refined products terminals and increase tankage at our terminalling facilities.

Increasing cash flow from fee-based businesses. We intend to seek to increase the percentage of our midstream business conducted with third parties under fee-based arrangements in order to reduce our exposure to changes in commodity prices.

Recent Developments

Sale of Missouri Gas Energy. In December 2012, we announced that Southern Union had entered into definitive purchase and sale agreements dated December 14, 2012 with each of Plaza Missouri Acquisition, Inc., or Laclede Missouri, and Plaza Massachusetts Acquisition, Inc., or Laclede Massachusetts, both of which are subsidiaries of the Laclede Group, Inc., or Laclede, pursuant to which Laclede Missouri has agreed to acquire the assets of Southern Union's Missouri Gas Energy division, and Laclede Massachusetts has agreed to acquire the assets of Southern Union's New England Gas Company division. On February 11, 2013, Laclede announced that it had entered into an agreement with Algonquin Power & Utilities Corp., or APUC, that will allow a subsidiary of APUC to assume the right of Laclede Massachusetts to purchase the assets of Southern Union's New England Gas Company division, subject to certain approvals. Southern Union completed its sale of the Missouri Gas Energy division effective September 1, 2013, and we expect the sale of the New England Gas Company division to be completed during the fourth quarter of 2013, subject to the receipt of required regulatory approval. The aggregate value of these transactions is approximately \$1.035 billion, comprised of \$1.015 billion in cash and approximately \$20 million of assumed debt of the New England Gas Company division. We refer to these transactions as the Southern Union local distribution company dispositions.

Unit Exchange Transaction. On August 7, 2013, we entered into an Exchange and Redemption Agreement, or the Exchange Agreement, with ETE and ETE Common Holdings, LLC, or ETE Holdings, a wholly owned subsidiary of ETE, pursuant to which we agreed to redeem and cancel 50,160,000 of our common units currently owned by ETE Holdings in exchange for the issuance by us to ETE Holdings of 50,160,000 Class H Units representing a new class of limited partner interests in ETP. The Class H Units will generally be entitled to (i) allocations of profits, losses and other items from us corresponding to 50.05% of the profits, losses and other items allocated to us by Sunoco Partners LLC, or SXL GP, the general partner of Sunoco Logistics, with respect to the incentive distribution rights and general partner interest in Sunoco Logistics held by SXL GP,

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(ii) distributions from us for each quarter equal to 50.05% of the cash distributed to us by SXL GP with respect to the incentive distribution rights and general partner interest in Sunoco Logistics held by SXL GP for such quarter and, to the extent not previously distributed to holders of the Class H Units, for any previous quarters and (iii) incremental cash distributions in the aggregate amount of \$329,000,000, subject to adjustment, to be payable by us to ETE Holdings over 15 quarters, commencing with the quarter ending September 30, 2013 and ending with the quarter ending March 31, 2017. The transaction is subject to certain customary closing conditions and is expected to close prior to November 1, 2013.

Our Principal Executive Offices

We are a limited partnership formed under the laws of the State of Delaware. Our executive offices are located at 3738 Oak Lawn Avenue, Dallas, Texas 75219. Our telephone number is (214) 981-0700. We maintain a website at <http://www.energytransfer.com> that provides information about our business and operations. Information contained on this website, however, is not incorporated into or otherwise a part of this prospectus supplement or the accompanying prospectus.

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THE OFFERING

We provide the following summary solely for your convenience. This summary is not a complete description of the notes. You should read the full text of, and more specific details contained elsewhere in, this prospectus supplement and the accompanying prospectus. For a more detailed description of the notes, please read the section entitled "Description of Notes" in this prospectus supplement and the section entitled "Description of the Debt Securities" in the accompanying prospectus.

Issuer	Energy Transfer Partners, L.P.
Notes Offered	<p>We are offering \$ _____ aggregate principal amount of notes of the following series:</p> <p style="padding-left: 40px;">\$ _____ % Senior Notes due 20____ ;</p> <p style="padding-left: 40px;">\$ _____ % Senior Notes due 20____ ; and</p> <p style="padding-left: 40px;">\$ _____ % Senior Notes due 20____ .</p>
Maturity	Unless redeemed prior to maturity as described below, the 20____ notes will mature on _____, 20____, the 20____ notes will mature on _____, 20____ and the 20____ notes will mature on _____, 20____.
Interest Rate	Interest on the 20____ notes will accrue at the per annum rate of _____%, interest on the 20____ notes will accrue at the per annum rate of _____% and interest on the 20____ notes will accrue at the per annum rate of _____%.
Interest Payment Dates	Interest on the notes will accrue from, and including, the issue date of the notes and be payable semiannually on _____ and _____ of each year, beginning on _____, 2014.
Ranking	<p>The notes will be our unsecured senior obligations. The notes will rank equally with all of our other current and future unsecured senior debt, including our existing senior notes and Sunoco's existing senior notes and debentures of which we are a co-obligor, senior to all of our current and future subordinated debt, including our existing junior subordinated notes, and junior to the indebtedness and other obligations, including trade payables, of our subsidiaries.</p> <p>As of June 30, 2013, after giving effect to (i) the repayment of \$350 million aggregate principal amount of our 6.000% Senior Notes due July 1, 2013, or our 6.000% Senior Notes, (ii) the repayment of \$250 million aggregate principal amount of Panhandle's 6.050% Senior Notes due August 15, 2013, or the Panhandle 6.050% Senior Notes, (iii) the sale of the Missouri Gas Energy division by Southern Union and the use of the cash consideration therefrom as described in "Capitalization" and (iv) the offering of the notes and the application of the net proceeds therefrom as described in "Use of Proceeds,</p>

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the notes would have been structurally subordinated to \$5.1 billion of indebtedness of our subsidiaries, consisting of \$870 million of indebtedness of our wholly owned subsidiary, Transwestern Pipeline Company, LLC, or Transwestern, \$1.1 billion of indebtedness of Southern Union and Panhandle, \$965 million of indebtedness of Sunoco (of which we are a co-obligor) and \$2.2 billion of indebtedness of Sunoco Logistics. Please

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read Description of Notes Ranking and Description of Notes Subsidiary Guarantees. In addition, as of June 30, 2013, our unconsolidated joint ventures, FEP, Citrus and FGT, had outstanding \$3.0 billion of indebtedness, consisting of \$600 million of borrowings outstanding under FEP's term loan; \$144 million of borrowings outstanding under Citrus \$200 million revolving credit facility and \$500 million of borrowings outstanding under Citrus' construction term loan; and \$1.8 billion in aggregate principal amount of FGT's senior notes. FGT is a party to a \$200 million revolving credit facility which was undrawn as of June 30, 2013. Please read Description of Other Indebtedness Unconsolidated Joint Ventures.

Optional Redemption

We may redeem the notes of each series for cash, in whole or in part at any time and from time to time, at our option at the applicable redemption prices set forth under the heading Description of Notes Optional Redemption.

Certain Covenants

We will issue the notes under a supplement to an indenture with U.S. Bank National Association, as trustee. The covenants in the indenture supplement include a limitation on liens and a restriction on sale-leaseback transactions. Each covenant is subject to a number of important exceptions, limitations and qualifications that are described in Description of Notes Certain Covenants.

Use of Proceeds

We anticipate using the net proceeds of this offering to repay all of the borrowings outstanding under the term loan of Panhandle's wholly owned subsidiary, Trunkline LNG Holdings, LLC, or Trunkline LNG and to repay borrowings outstanding under our revolving credit facility. Please read Use of Proceeds.

Affiliates of certain of the underwriters are lenders under Trunkline LNG's term loan and under our revolving credit facility and, accordingly, will receive a substantial portion of the net proceeds from this offering. Please read Underwriting Other Relationships.

Further Issuances

We may create and issue additional notes ranking equally and ratably with any series of notes offered by this prospectus supplement in all respects, except for the issue date, issue price and in some cases, the first interest payment date, so that such additional notes will form a single series with the applicable series of notes offered by this prospectus supplement and will have substantially identical terms as such series, including with respect to ranking, redemption and otherwise.

Risk Factors

Investing in the notes involves risks. See Risk Factors beginning on page S-10 of this prospectus supplement and the risk factors set forth on page 4 of the accompanying prospectus and in our, Southern Union's and Sunoco Logistics' Annual Reports on Form 10-K for the year ended December 31, 2012, in each case as updated by our, Southern Union's and Sunoco Logistics' subsequent Quarterly Reports on Form 10-Q, together with all of the other information included in, or incorporated by reference into, this prospectus supplement and the accompanying prospectus before investing in the notes.

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RATIO OF EARNINGS TO FIXED CHARGES

The following table sets forth our historical consolidated ratio of earnings to fixed charges for the periods indicated therein:

	Years Ended December 31,					Six Months Ended
	2008	2009	2010	2011	2012	June 30, 2013
Ratio of Earnings to Fixed Charges	4.01	2.93	2.39	2.45	3.61	2.98
For this ratio, earnings consist of:						

pre-tax income from continuing operations, before minority interest and equity in earnings of affiliates;

amortization of capitalized interest;

distributed income of equity investees; and

fixed charges.

Fixed charges consist of:

interest expensed;

interest capitalized;

amortized debt issuance costs; and

estimated interest element of rentals.

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An investment in the notes involves risks. You should consider carefully the following risk factors and the risk factors set forth beginning on page 4 of the accompanying prospectus and in our, Southern Union's and Sunoco Logistics' Annual Reports on Form 10-K for the year ended December 31, 2012, in each case as updated by our, Southern Union's and Sunoco Logistics' subsequent Quarterly Reports on Form 10-Q, together with all of the other information included in, or incorporated by reference into, this prospectus supplement and the accompanying prospectus when evaluating an investment in the notes.

Risks Related to an Investment in the Notes**We have a holding company structure in which our subsidiaries conduct our operations and own our operating assets.**

We are a holding company, and our subsidiaries conduct all of our operations and own all of our operating assets. We do not have significant assets other than the partnership interests and the equity in our subsidiaries. As a result, our ability to make required payments on the notes depends on the performance of our subsidiaries and their ability to distribute funds to us. The ability of our subsidiaries to make distributions to us may be restricted by, among other things, credit facilities and applicable state partnership laws and other laws and regulations. If we are unable to obtain the funds necessary to pay the principal amount of the notes at maturity, we may be required to adopt one or more alternatives, such as a refinancing of the notes. We cannot assure you that we would be able to refinance the notes.

The notes will be structurally subordinated to liabilities and indebtedness of our subsidiaries and effectively subordinated to any of our future secured indebtedness to the extent of the value of the assets securing such indebtedness.

Our subsidiaries own all of our operating assets. However, initially, none of our subsidiaries will guarantee our obligations with respect to the notes. Creditors of our subsidiaries that do not guarantee the notes will have claims, with respect to the assets of those subsidiaries, that rank structurally senior to the notes. In the event of any distribution or payment of assets of such subsidiaries in any dissolution, winding up, liquidation, reorganization or other bankruptcy proceeding, the claims of those creditors must be satisfied prior to making any such distribution or payment to us in respect of our direct or indirect equity interests in such subsidiaries. Accordingly, after satisfaction of the claims of such creditors, there may be little or no amounts left available to make payments in respect of the notes. Also, there are federal and state laws that could invalidate any guarantee of our subsidiaries that guarantee the notes in the future. If that were to occur, the claims of creditors of a guaranteeing subsidiary would also rank structurally senior to the notes, to the extent of the assets of that subsidiary. As of June 30, 2013, after giving effect to (i) the repayment of \$350 million aggregate principal amount of our 6.000% Senior Notes, (ii) the repayment of \$250 million aggregate principal amount of the Panhandle 6.050% Senior Notes, (iii) the sale of the Missouri Gas Energy division by Southern Union and the use of the cash consideration therefrom as described in Capitalization and (iv) the offering of the notes and the application of the net proceeds therefrom as described in Use of Proceeds, the notes would have been structurally subordinated to \$5.1 billion of indebtedness of our subsidiaries, consisting of \$870 million of indebtedness of Transwestern, \$1.1 billion of indebtedness of Southern Union and Panhandle, \$965 million of indebtedness of Sunoco (of which we are a co-obligor) and \$2.2 billion of indebtedness of Sunoco Logistics. Furthermore, such subsidiaries will not be prohibited under the indenture from incurring additional indebtedness and any such indebtedness will rank structurally senior to the notes with respect to the assets of such subsidiaries. Our unconsolidated joint ventures, FEP, Citrus and FGT, are also parties to revolving and other credit facilities and have outstanding senior unsecured notes. As of June 30, 2013, FEP had \$600 million of borrowings outstanding under its term loan; Citrus had \$144 million of borrowings outstanding under its \$200 million revolving credit facility and \$500 million of borrowings outstanding under its construction term loan; and FGT had \$1.8 billion in aggregate principal amount of senior notes and no amounts drawn under its \$200 million revolving credit facility. Please read Description of Other Indebtedness Unconsolidated Joint Ventures.

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In addition, holders of any future secured indebtedness of Energy Transfer Partners, L.P. would have claims with respect to the assets constituting collateral for such indebtedness that are prior to the claims of the holders of the notes. Energy Transfer Partners, L.P. (excluding its subsidiaries) does not currently have any secured indebtedness, but may have secured indebtedness in the future. In the event of a default on any secured indebtedness or our bankruptcy, liquidation or reorganization, our assets would be used to satisfy obligations with respect to the indebtedness secured thereby before any payment could be made on the notes. Accordingly, any such secured indebtedness would effectively rank senior to the notes to the extent of the value of the collateral securing the indebtedness. While the indenture governing the notes will place some limitations on our ability to create liens, there are significant exceptions to these limitations that will allow us to secure certain indebtedness without equally and ratably securing the notes. To the extent the value of the collateral is not sufficient to satisfy the secured indebtedness, the holders of that indebtedness would be entitled to share with the holders of the notes and the holders of other claims against us with respect to our other assets.

We do not have the same flexibility as other types of organizations to accumulate cash, which may limit cash available to service the notes or to repay them at maturity.

Unlike a corporation, we are required by our partnership agreement to distribute, on a quarterly basis, 100% of our available cash to our unitholders of record and our general partner. Available cash is generally all of our cash on hand as of the end of a quarter, adjusted for cash distributions and net changes to reserves. Our general partner will determine the amount and timing of such distributions and has broad discretion to establish and make additions to our reserves or the reserves of our operating subsidiaries in amounts it determines in its reasonable discretion to be necessary or appropriate:

to provide for the proper conduct of our business and the businesses of our operating subsidiaries (including reserves for future capital expenditures and for our anticipated future credit needs);

to provide funds for distributions to our unitholders and our general partner for any one or more of the next four calendar quarters; or

to comply with applicable law or any of our loan or other agreements.

Although our payment obligations to our unitholders are subordinate to our payment obligations to you, the value of our units may decrease with decreases in the amount we distribute per unit. Accordingly, if we experience a liquidity problem in the future, the value of our units may decrease and we may not be able to issue equity to recapitalize.

Your ability to transfer the notes at a time or price you desire may be limited by the absence of an active trading market, which may not develop.

The notes are new issues of securities for which there are no established public markets. Although we have registered the offer and sale of the notes under the Securities Act of 1933, as amended, or the Securities Act, we do not intend to apply for the listing of the notes on any securities exchange or for the quotation of the notes on any automated dealer quotation system. In addition, although the underwriters have informed us that they intend to make a market in the notes of each series, as permitted by applicable laws and regulations, they are not obligated to make markets in the notes, and they may discontinue their market-making activities at any time without notice. Active markets for the notes may not develop or, if developed, may not continue. In the absence of active trading markets, you may not be able to transfer the notes within the time or at the prices you desire.

We have subsidiaries that will be treated as corporations for federal income tax purposes and subject to corporate-level income taxes.

Even though we (as a partnership for U.S. federal income tax purposes) are not subject to entity-level U.S. federal income tax, our acquisition of Sunoco and our acquisition of all of the equity interests in ETP Holdco have resulted in an increase in the proportion of our operations that are conducted through subsidiaries that are organized as C corporations. Such corporate subsidiaries are subject to corporate-level tax, the payment of which will reduce the cash otherwise available for servicing the notes and repaying them at maturity.

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USE OF PROCEEDS

We expect to receive net proceeds of approximately \$ million from the sale of the notes we are offering, after deducting the underwriting discounts and estimated offering expenses payable by us. We anticipate using the net proceeds of this offering to repay all of the borrowings outstanding under the Trunkline LNG term loan and to repay borrowings outstanding under our revolving credit facility.

As of September 10, 2013, an aggregate of \$455 million of borrowings were outstanding under the Trunkline LNG term loan. The term loan matures on February 23, 2015 and the effective interest rate on the total amount outstanding at September 10, 2013 was 1.81%.

As of September 10, 2013, there was a balance of \$900 million in revolving credit loans outstanding under our revolving credit facility, and there were \$81 million of letters of credit outstanding. The weighted average interest rate on the total amount outstanding at September 10, 2013 was 1.68%. Our revolving credit facility matures on October 27, 2016. We used borrowings under our revolving credit facility to fund growth capital expenditures and working capital requirements.

Affiliates of certain of the underwriters are lenders under Trunkline LNG's term loan and under our revolving credit facility and, accordingly, will receive a substantial portion of the net proceeds from this offering. Please read Underwriting Other Relationships.

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The following table sets forth our consolidated cash and capitalization as of June 30, 2013:

on an actual basis;

as adjusted to give effect to (i) the repayment of \$350 million aggregate principal amount of our 6.000% Senior Notes, (ii) the repayment of \$250 million aggregate principal amount of the Panhandle 6.050% Senior Notes and (iii) the sale of the Missouri Gas Energy division by Southern Union and the use of the cash consideration therefrom to repay borrowings under our revolving credit facility; and

as further adjusted to give effect to the public offering of the notes pursuant to this prospectus supplement and the application of the net proceeds as described in Use of Proceeds.

The actual information in the table is derived from and should be read in conjunction with our historical financial statements, including the accompanying notes, included in our Annual Report on Form 10-K for the year ended December 31, 2012 and our Quarterly Report on Form 10-Q for the quarter ended June 30, 2013, which are incorporated by reference in this prospectus supplement.

		As of June 30, 2013	
	Actual	As Adjusted	As Further Adjusted
		(Dollars in millions)	
			for Notes Offering
Cash and cash equivalents(1)	\$ 532	\$ 532	\$
Debt, including current maturities:			
ETP			
Revolving credit facility(2)	\$ 900	\$ 525	\$